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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 15, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale and Partial Release, dated November 21, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21675.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: GARC II 98-A Railcar Trust
c/o Wilmington Trust Company
1100 North Market
Wilmington, DE 19890

Indenture Trustee: U.S. Bank National Association (successor to
State Street Bank and Trust Company)
One Federal Street, 3rd Floor
Boston, MA 02110

Chief
Section of Administration
December 15, 2011
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A description of the railroad equipment covered by the enclosed document
is:

4 railcars RELEASED. GATX 63474, 63499, 63500 and 53510.

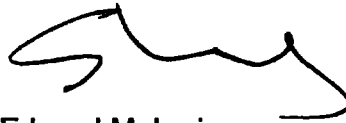
A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'E. M. Luria', with a stylized, flowing script.

✓ Edward M. Luria

EML/sem
Enclosures

RECORDATION NO.

21675-PP
FILED

DEC 15 '11

-11 0 0 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

GARC II 98-A Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-A (the "Lessor") under that certain Equipment Lease Agreement (GARC II 98-A) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 063474, GATX 063499, GATX 063500 and GATX 063510 (the "Units") "AS IS," "WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including, without limitation, without any representation or warranty as to the MERCHANTABILITY or FITNESS FOR A PARTICULAR PURPOSE of the Unit), other than a warranty against Lessor's Liens as (defined in Appendix A to the Lease), and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for the Units under the Lease has terminated as of the date hereof; provided, however, that in accordance with the terms of the Lease the Lessee shall remain liable to pay when due all rent accrued with respect to the Units prior to the date hereof

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-A) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

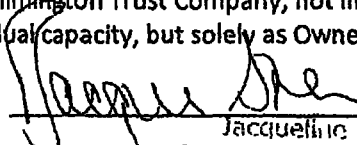
Dated: November 21, 2011

GARC II 98-A Railcar Trust

By: Wilmington Trust Company, not in its
individual capacity, but solely as Owner Trustee

By:

Title:


Jacqueline Sorone
Financial Services Officer

U.S. Bank, National Association, as successor to
State Street Bank and Trust Company, not in its
individual capacity, but solely as Indenture Trustee

By:

Title:

BILL OF SALE AND PARTIAL RELEASE

GARC II 98-A Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-A (the "Lessor") under that certain Equipment Lease Agreement (GARC II 98-A) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 063474, GATX 063499, GATX 063500 and GATX 063510 (the "Units") "AS IS," "WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including, without limitation, without any representation or warranty as to the MERCHANTABILITY or FITNESS FOR A PARTICULAR PURPOSE of the Unit), other than a warranty against Lessor's Liens as (defined in Appendix A to the Lease), and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for the Units under the Lease has terminated as of the date hereof; provided, however, that in accordance with the terms of the Lease the Lessee shall remain liable to pay when due all rent accrued with respect to the Units prior to the date hereof

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-A) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease

Dated: November 21, 2011

GARC II 98-A Railcar Trust

By: Wilmington Trust Company, not in its
individual capacity, but solely as Owner Trustee

By: _____
Title: _____

U.S. Bank, National Association, as successor to
State Street Bank and Trust Company, not in its
individual capacity, but solely as Indenture Trustee

By:  _____
Title: Vice President

State of Delaware)
) SS:
County of New Castle)

On the 6 day of December, 2011, before me personally appeared Jacqueline Golone to me known, who being by me duly sworn, say that he/she is a Financial Services Officer of GARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ramona Ringgold
Notary Public

[Notarial Seal]

My commission expires:

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

State of Massachusetts)
) SS:
County of Suffolk)

On the 6 day of December, 2011, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of U.S. Bank, National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ramona
Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2011, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she is a _____ of GARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

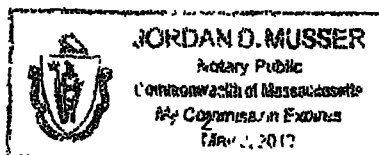
State of Massachusetts)
) SS:
County of Suffolk)

On the 30 day of November, 2011, before me personally appeared Alison D.B. Nadeau to me known, who being by me duly sworn, says that he/she is a Vice President of U.S. Bank, National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:



CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 2/15/11

Edward M. Luria
Edward M. Luria